

JAN 7 1964

# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1002.  
FILED, DECEMBER 5th. 1963.

BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)

Full corporate name of Company  
incorporated under Quebec Mining Companies Act by  
Letters Patent dated July 12, 1937

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

(a) The "change in control" of the Company resulting from the sale by McIntyre Porcupine Mines Limited, 25 King Street West, Toronto 1, Ontario, to J. Patrick Sheridan, Suite 44, 38 King Street West, Toronto 1, Ontario, of 1,200,000 shares of the capital stock of Belleterre Quebec Mines Limited (No Personal Liability) (hereinafter called "the Company") at the price of approximately 15¢ per share, being an amount equal to the book value of said 1,200,000 shares, pursuant to the terms of an Agreement in writing dated November 18, 1963 made between McIntyre Porcupine Mines Limited and J. Patrick Sheridan;

(b) The change in the officers and the board of directors of the Company resulting from the aforesaid "change in control", the names and addresses and chief occupations of said officers and directors being set forth in Item 3 hereof.

(c) The assignment by J. Patrick Sheridan aforesaid of said 1,200,000 shares of the Company to the following:-

<u>Name and Address</u>	<u>Number of shares</u>
North Canadian Enterprises Limited, Suite 44, 38 King Street West, TORONTO 1, Ontario.	225,000
Yold Investment & Explorations Limited, Suite 44, 38 King Street West, TORONTO 1, Ontario.	225,000
Sheridan Geophysics Limited, Suite 44, 38 King Street West, TORONTO 1, Ontario.	750,000

The Company is advised that J. Patrick Sheridan and his family are the only persons holding in excess of 5% of any of the above Companies all of which are controlled by J. Patrick Sheridan aforesaid.



2. Head office address and any other office address.	The Head Office of the Company is located at Belle-terre, Quebec, and the Executive Office of the Company is located at Suite 44, 38 King Street West, Toronto 1, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>Office</u>	<u>Name and Address</u>	<u>Occupation</u>
	President and Director	J. Patrick Sheridan, P. Eng., Suite 44, 38 King Street West, TORONTO 1, Ontario.	Partner of Barclay and Crawford; mining geophysicist.
	Secretary and Director	Graham H. Duff, Suite 44, 38 King Street West, TORONTO 1, Ontario.	Presently General Manager of Sheridan Geophysics Limited; formerly President of Scope Exploration Limited and formerly employed by Sulmac Exploration Limited.
	Director	Craig Stewart Esplen, 199 Rathburn Drive, TORONTO, Ontario.	President of Skyline Pontiac Buick Limited.
	Director	Stanley Griffith Hawkins, Suite 44, 38 King Street West, TORONTO 1, Ontario.	Salesman, employed by Barclay and Crawford.
	Director	Maxwell Juby, B.Sc., AUSTIN, Quebec.	Mining Geophysicist.
	Director	Judith Bruce, Suite 44, 38 King Street West, TORONTO 1, Ontario.	Secretary.
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is \$1,500,000 divided into 1,500,000 shares of \$1.00 each.		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding or proposed to be issued.		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no treasury shares or other securities of the Company now the subject of any underwriting, sale or option agreement or any proposed underwriting, sale or option agreement.		
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payments in cash or securities of the Company have been made or are to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.		



<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>It is proposed that the Company will be operated as a basic exploration company carrying out prospecting and exploration in Canada and in the United States of America, and will acquire by staking, leases and options, mining properties of merit.</p> <p>The Company has acquired by staking a mining property of approximately 1,200 acres in Rouyn Township, Quebec, and a mining property of approximately 900 acres in Tiblemont Township, Quebec. If the Company purchases any mining properties for cash or other consideration, it will advise the Toronto Stock Exchange and submit an Amending Filing Statement, if required.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>The Company has carried out no development work during the past year.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>The Company does not propose to purchase any property or other assets at this time. The Company does propose in the future to acquire options to purchase mining properties and will file with the Toronto Stock Exchange details of same.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>Not applicable.</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>There are no shares of the Company held in escrow.</p>
<p>14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)</p>	<p>Not applicable.</p>
<p>15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.</p>	<p>See Schedule "A" on page 4.</p>



THIS IS SCHEDULE "A" to the Filing Statement  
of BELLETERRE QUEBEC MINES LIMITED (No Per-  
sonal Liability) dated December 5, 1963.

H. A. Perkins and R. D. Fullerton,  
(as joint tenants)  
Canadian Imperial Bank of Commerce,  
Bay and Richmond Streets,  
Toronto 1, Ontario. 750,000 shares

Barclay and Crawford,  
38 King Street West,  
Toronto 1, Ontario. 225,000 shares

J. Patrick Sheridan,  
Suite 44,  
38 King Street West,  
Toronto 1, Ontario. 225,000 shares

Torbay & Co.,  
c/o The Toronto-Dominion Bank,  
King and Bay Streets,  
Toronto 1, Ontario. 107,200 shares

Thompson & McKinnon,  
55 Yonge Street,  
Toronto 1, Ontario. 26,800 shares

The Company is advised that the 750,000 shares of the Company registered in the name of H. A. Perkins and R. D. Fullerton (as joint tenants) are beneficially owned by Sheridan Geophysics Limited, Suite 44, 38 King Street West, Toronto 1, Ontario; and that the 225,000 shares of the Company registered in the name of Barclay and Crawford are beneficially owned by Yold Investments & Exploration Limited, Suite 44, 38 King Street West, Toronto 1, Ontario; and that the 225,000 shares of the Company registered in the name of J. Patrick Sheridan are beneficially owned by Northern Canada Enterprises Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.

The Company does not know whether or not the shares of the Company registered in the name of Torbay & Co. and Thompson & McKinnon are beneficially owned by them or not.



# FINANCIAL STATEMENTS

## BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)

Incorporated under the laws of the Province of Quebec

### BALANCE SHEET - OCTOBER 31, 1963

#### ASSETS

##### CURRENT ASSETS

Cash	\$ 73,257.73	
Short term securities at cost	150,000.00	
Accounts receivable and interest accrued	<u>39,750.00</u>	<u>\$263,007.73</u>
		<u>\$263,007.73</u>

#### LIABILITIES

##### CURRENT LIABILITIES

Accounts payable and accrued liabilities	\$ 37,420.00
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##### SHAREHOLDERS' EQUITY

Capital stock		
Authorized and issued -		
1,500,000 shares of \$1 each	\$1,500,000.00	
Deduct discount on shares	<u>959,998.08</u>	
	540,001.92	
Earned surplus	<u>3,135,585.81</u>	
	3,675,587.73	
Deduct initial distribution to shareholders on December 24, 1959	<u>3,450,000.00</u>	<u>225,587.73</u>
		<u>\$263,007.73</u>

##### Note:

A claim has been made for refund of Belleterre townsite registration fees of approximately \$1,600. This claim has not been recorded as an asset as the Province of Quebec has not yet accepted the claim.

Approved on behalf of the Board

Director

Director

## BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)

### STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the 10 months ended October 31, 1963

Source of funds		
Net income for the period	\$76,709.93	
Add charges to income not requiring an outlay of cash	<u>2.00</u>	<u>\$ 76,711.93</u>
Application of funds		<u>nil</u>
Increase in working capital		<u>\$ 76,711.93</u>
Working capital at beginning of period		\$148,875.80
Increase		<u>76,711.93</u>
Working capital at end of period		<u>\$225,587.73</u>



16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Mr. J. Patrick Sheridan, aforesaid, through his shareholdings in North Canadian Enterprises Limited, Yold Investments & Explorations Limited and Sheridan Geophysics Limited can materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The assets of the Company do not include investments in the shares or other securities of other companies.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by the Company which are still in effect which are not disclosed in the foregoing.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>(a) This Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matters referred to in Item 1 above, which the Company understands to be classed as a "material change".</p> <p>(b) No shares of the Company are presently in the course of primary distribution to the public.</p> <p>(c) The Company is advised that at the request of the Toronto Stock Exchange, J. Patrick Sheridan, aforesaid, will cause some or all of Sheridan Geophysics Limited, aforesaid, Yold Investments and Explorations Limited, aforesaid, and Northern Canada Enterprises Limited, to forthwith sell on the open market a total of 200,000 shares of the Company at a price not in excess of 35¢ per share and a further 200,000 shares of the Company at a price not in excess of 40¢ per share.</p> <p>(d) There are no other relevant material facts.</p>

DATED 5th December, 1963.

**CERTIFICATE OF THE COMPANY**

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)

"J.P. Sheridan"

CORPORATE  
SEAL

"G.H. Duff"

President

**CERTIFICATE OF UNDERWRITER OR OPTIONEE** Secretary

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)



THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1068.  
FILED, APRIL 16th. 1964.

BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)

Full corporate name of Company  
Incorporated under the Quebec Mining Companies Act by  
Letters Patent dated July 12, 1937.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous  
Filing Statement No. 1002.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect to (i) the Underwriting and Option Agreement dated April 10, 1964, made between Belleterre Quebec Mines Limited (No Personal Liability), hereinafter called the "Company" and S.J. Brooks & Company, on behalf of clients (hereinafter called "Brooks"), particulars of which are set out in Item 6 herein, and (ii) the acquisition by the Company subject to due recording, from Richmond Grubstake Syndicate of 75 certain mining claims located in the Townships of Reid and Macdiarmid, Ontario, pursuant to a certain Agreement in writing dated April 10, 1964, made between the Company and Richmond Grubstake Syndicate, particulars of which acquisition and Agreement are set out in full in Item 11 herein.		
2. Head office address and any other office address.	The Head Office of the Company is located at Belleterre, Quebec, and the Executive Office of the Company is located at Suite 44, 38 King Street West, Toronto 1, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>Office</u>	<u>Name and Address</u>	<u>Occupation</u>
	President and Director	J. Patrick Sheridan, P.Eng., Suite 44, 38 King Street West, TORONTO 1, Ontario.	Partner of Barclay and Crawford; mining geophysicist.
	Secretary and Director	Graham H. Duff, Suite 44, 38 King Street West, TORONTO 1, Ontario.	Presently General Manager of Sheridan Geophysics Limited; formerly President of Scope Exploration Limited and formerly employed by Sulmac Exploration Limited.
	Director	Craig Stewart Esplen, 199 Rathburn Drive, TORONTO,, Ontario	President of Skyline Pontiac Buick Limited.
	Director	Stanley Griffith Hawkins, Suite 44, 38 King Street West, TORONTO 1, Ontario.	Salesman, employed by Barclay and Crawford.
	Director	Maxwell Juby, B.Sc., AUSTIN, Quebec.	Mining Geophysicist.
	Director	Judith Bruce, Suite 44, 38 King Street West, TORONTO 1, Ontario.	Secretary.
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is \$3,000,000.00 divided into 3,000,000 shares of the par value of \$1.00 each, of which 1,500,000 are issued and outstanding.		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding or proposed to be issued.		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "A" on page 4.		



<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>See Schedule "A" on page 4.</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>No payments in cash or securities of the Company have been made or are to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>It is proposed that the Company will be operated as a basic exploration company carrying out prospecting and exploration in Canada and in the United States of America, and will acquire by staking, leases and options, mining properties of merit.</p> <p>The proceeds from the Underwriting and Option Agreement referred to in item 6 hereof may be used for the above purposes and more particularly may be used to carry out a programme of prospecting and exploration on 75 certain mining claims located in the Townships of Macdiarmid and Reid referred to in item 11 hereof, which the Company is in the process of acquiring, subject to the Company (i) being duly satisfied as to the sufficiency of the titles to the said mining claims, and (ii) the due recording of transfers of the said mining claims into the name of the Company. When the acquisition of the said mining claims by the Company has been duly completed and the mining claims recorded in the name of the Company, the Company will file an Amending Filing Statement relating to the said mining claims with the Toronto Stock Exchange.</p> <p>The Company, however, may also arrange for other companies to participate in the work to be carried out on the mining claims in the Townships of Reid and Macdiarmid and to share expenses, but no firm commitments have been made by the Company in this connection.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>During the past year the Company carried out magnetometer and electromagnetic surveys on certain mining claims optioned or owned by it in Tiblemont Township of the Province of Quebec.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>The Company has entered into an Agreement in writing dated April 10, 1964 with Richmond Grubstake Syndicate, Room 44, 38 King Street West, Toronto 1, Ontario, whereby Richmond has agreed to sell and transfer to the Company, 75 certain mining claims in one group located in the North Half of the Township of Macdiarmid and in the South Half of the Township of Reid, in the Porcupine Mining Division, in the Province of Ontario, in consideration of the payment by the Company to Richmond of Richmond's staking costs in respect to the said mining claims, estimated to be approximately \$5,000.</p> <p>The aforesaid Agreement made between Richmond and the Company recites that Richmond staked the above-mentioned 75 mining claims on its own behalf and that same are in the process of being recorded but none of the mining claims have been actually recorded at the date of this Filing Statement.</p> <p>The Agreement further provides that Richmond undertakes that as soon as the said mining claims are recorded that it will deliver to Belleterre good and sufficient transfers covering a 100% undivided interest in the mining claims to Belleterre, free of all encumbrances.</p> <p>The payment by the Company of the amount of the staking costs of Richmond in respect to the staking of the said mining claims, to Richmond, is subject to (i) the said mining claims being duly acquired by the Company from Richmond pursuant to the said Agreement made between the Company and Richmond; (ii) to the Company being satisfied with the sufficiency of the title of the said mining claims; and (iii) to the said mining claims being duly recorded in the name of the Company in the Office of the Mining Recorder of the Porcupine Mining Division, Ontario.</p>



12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Richmond Grubstake Syndicate, aforesaid, will receive all the consideration to be paid by the Company on the purchase of said 75 mining claims from Richmond. J. Patrick Sheridan, Room 44, 38 King Street West, Toronto 1, Ontario, is the only person holding an interest in Richmond Grubstake Syndicate.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	There are no shares of the Company held in escrow.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>R. D. Fullerton and H. A. Perkins, (as joint tenants), Canadian Imperial Bank of Commerce, Bay and Richmond Streets, Toronto 1, Ontario. 550,000 shares</p> <p>Sheridan Geophysics Limited, 38 King Street West, Toronto 1, Ontario. 150,000 shares</p> <p>Goodwin, Harris &amp; Co. Ltd., 347 Bay Street, Toronto 1, Ontario. 113,700 shares</p> <p>Torbay &amp; Co., c/o The Toronto-Dominion Bank, King and Bay Streets, Toronto 1, Ontario. 107,200 shares</p> <p>Gee &amp; Co., 25 King Street West, Toronto 1, Ontario. 100,000 shares</p> <p>The Company is advised that the 550,000 shares of the Company registered in the names of R. D. Fullerton and H. A. Perkins (as joint tenants) are beneficially owned by Sheridan Geophysics Limited, Suite 44, 38 King Street West, Toronto 1, Ontario; and that the 150,000 shares of the Company registered in the name of Sheridan Geophysics Limited are beneficially owned by that Company.</p> <p>The Company does not know whether or not the shares of the Company registered in any of the other above mentioned names are beneficially owned by the registered holders thereof.</p>



THIS IS SCHEDULE "A" to the Filing Statement  
of BELLETERRE QUEBEC MINES LIMITED (No  
Personal Liability) dated the 10th day of  
April, 1964.

The Company has entered into an Underwriting and Option Agreement dated April 10, 1964 with S. J. Brooks & Company, 185 Bay Street, Toronto, Ontario, which is acting on behalf of itself as to 50% thereof, and on behalf of Dacron Corporation Limited, 244 Bay Street, Toronto, Ontario as to 25% thereof, and on behalf of Parc Investments Limited, 302 Bay Street, Toronto, Ontario as to 25% thereof, whereby subject to the Toronto Stock Exchange accepting for filing on or before May 7, 1964 of (i) Notice of the said Underwriting and Option Agreement; (ii) Notice of a certain Agreement in writing dated April 10, 1964 made between S.J. Brooks & Company and Richmond Grubstake Syndicate (hereinafter called "Richmond"), more particularly referred to in this Item 6; (iii) Notice of a certain Agreement in writing dated April 10, 1964, referring to the transfer by Richmond to the Company of 75 certain mining claims in the Townships of Macdiarmid and Reid, Ontario, particulars of which Agreement are set forth in Item 11 hereof; and (iv) this Filing Statement, the Company has agreed to sell to Brooks and Brooks has agreed to purchase from the Company 200,000 shares in the capital stock of the Company at the price of 30¢ per share, and in consideration thereof and subject thereto, the Company has agreed to give to Brooks the sole and exclusive right and option to purchase from the Company a further 800,000 shares of the capital stock of the Company of the Company as follows:-

- (a) All or any part of two hundred thousand (200,000) shares to be taken up and paid for in full at the price of 30¢ per share on or before the 10th day of July, 1964;
- (b) All or any part of a further two hundred thousand (200,000) shares to be taken up and paid for in full at the price of 35¢ per share on or before the 10th day of October, 1964;
- (c) All or any part of a further two hundred thousand (200,000) shares to be taken up and paid for in full at the price of 40¢ per share on or before the 10th day of January, 1965;
- (d) All or any part of a further two hundred thousand (200,000) shares to be taken up and paid for in full at the price of 50¢ per share on or before the 10th day of April, 1965.

Brooks has entered into an Agreement in writing dated April 10, 1964, with Richmond Grubstake Syndicate, Room 44, 38 King Street West, Toronto 1, Ontario, whereby in consideration of Richmond transferring to the Company the said 75 mining claims located in the Townships of Macdiarmid and Reid at its staking cost thereof, being approximately \$5,000.00, Brooks has agreed to pay to Richmond one-half of the net profits, after brokerage commissions, which may accrue to Brooks (and its clients on whose behalf it is also acting) as a result of the purchase by Brooks of shares of the Company pursuant to the said Underwriting and Option Agreement made between Brooks and the Company.

S.J. Brooks & Company has advised the Company that Elmor M. Dillman, 244 Bay Street, Toronto, Ontario, Mining Executive, is the only person who holds more than a 5% interest in Dacron Corporation Limited, aforesaid, and that Alan Fidler, 302 Bay Street, Toronto, Ontario, Executive, is the only person who holds more than a 5% interest in Parc Investments Limited, aforesaid.



# FINANCIAL STATEMENTS

## BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

Incorporated under the laws of the Province of Quebec

### BALANCE SHEET - MARCH 31, 1964

#### ASSETS

##### CURRENT ASSETS

Cash on hand	\$	35.00	
Government guaranteed bonds at cost (quoted market value \$39,200)		38,900.00	
Short term notes at cost		180,000.00	
Shares in another mining company at cost (quoted market value \$5,750)		2,287.50	
Accounts receivable and interest accrued		<u>798.65</u>	\$222,021.15

##### FIXED ASSETS

Office furniture and equipment at cost			196.73
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##### OTHER ASSETS AND DEFERRED EXPENDITURES

Payments on option to purchase mining claims (see note)		4,000.00	
Exploration expenditures		<u>9,273.24</u>	<u>13,273.24</u>
			<u>\$235,491.12</u>

#### LIABILITIES

##### CURRENT LIABILITIES

Bank overdraft	\$	1,379.67	
Accounts payable and accrued liabilities		<u>11,483.76</u>	\$ 12,863.43

##### SHAREHOLDERS' EQUITY

Capital stock			
Authorized - 3,000,000 shares of \$1 each (Increased in 1964 from 1,500,000 shares)			
Issued - 1,500,000 shares		1,500,000.00	
Deduct discount on shares		<u>959,998.08</u>	
		540,001.92	
Deduct deficit		<u>317,374.23</u>	<u>222,627.69</u>
			<u>\$235,491.12</u>

Approved on behalf of the Board:

Director

Director



BELLETERRE QUEBEC MINES LIMITED

STATEMENT OF DEFICIT

For the period January 1, 1963 to March 31, 1964

Deficit January 1, 1963	
Distribution to shareholders on December 24, 1959	\$3,450,000.00
Deduct earned surplus (balance before distribution)	<u>3,058,875.88</u>
	391,124.12
Deduct net income for the period	<u>73,749.89</u>
Deficit March 31, 1964	<u>\$ 317,374.23</u>

NOTE TO FINANCIAL STATEMENTS

In order to complete the acquisition of mining claims held under option to purchase (in respect of which \$4,000 has been paid), further payments are required as follows:

\$ 3,000 on or before June 6, 1964  
3,000 on or before December 6, 1964  
10,000 on or before June 6, 1965

On acquisition, the claims are then to be sold to a company to be incorporated and 300,000 shares of the 3,000,000 shares of that company are to be issued to the optionor.



BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period January 1, 1963 to March 31, 1964

Source of Funds

Proceeds from sale of salvaged materials, plant and equipment, less expenses	\$57,592.93	
Sale of electric power	14,880.93	
Sale of mining claims	5,000.00	
Sale of mining company shares	14,097.84	
Interest earned	<u>8,124.98</u>	\$99,696.68

Application of Funds

Payments on option to purchase mining claims	4,000.00	
Exploration expenditures	9,273.24	
Purchase of office furniture	196.73	
Power plant and transmission line expenses	14,870.81	
Administrative and general expense	9,123.54	
Municipal and provincial taxes, license fees and rentals	<u>1,950.44</u>	<u>39,414.76</u>

Increase in Working Capital \$60,281.92

Working capital at March 31, 1964	\$209,157.72
Working capital at January 1, 1963	<u>148,875.80</u>
Increase	<u>\$ 60,281.92</u>



16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Mr. J. Patrick Sheridan, Room 44, 38 King Street West, Toronto, Ontario, through his shareholdings in Sheridan Geophysics Limited, aforesaid, can materially affect control of the Company.								
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>The assets of the Company, include the following investments in the shares of the other companies:-</p> <table><tr><th><u>Name of Company</u></th><th><u>Number of Shares</u></th><th><u>Cost</u></th><th><u>Present Market Value</u></th></tr><tr><td>Black Hawk Mining Limited</td><td>5,000</td><td>\$2,287.50</td><td>\$5,900.00</td></tr></table> <p>The above shares which are escrowed were acquired on or about March 20, 1964, in an arms length transaction, through brokers.</p>	<u>Name of Company</u>	<u>Number of Shares</u>	<u>Cost</u>	<u>Present Market Value</u>	Black Hawk Mining Limited	5,000	\$2,287.50	\$5,900.00
<u>Name of Company</u>	<u>Number of Shares</u>	<u>Cost</u>	<u>Present Market Value</u>						
Black Hawk Mining Limited	5,000	\$2,287.50	\$5,900.00						
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.								
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by the Company not disclosed by the foregoing.								
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>(a) This Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matter referred to in Item 1 above, which the Company understands to be classed as a "material change".</p> <p>(b) On the acceptance for filing by the Toronto Stock Exchange of this Statement, the shares of the Company will be in the course of primary distribution to the public.</p> <p>(c) There are no other relevant material facts.</p>								

DATED April 10, 1964.

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.P. Sheridan"

BELLETERRE QUEBEC MINES LIMITED  
(No Personal Liability) CORPORATE SEAL

"S.G. Hawkins"

And

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

S. J. BROOKS & COMPANY

"E.E. Lewis"

By E.E. Lewis



THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1409.  
FILED, FEBRUARY 18th. 1966.

BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)

Incorporated under the Quebec Mining Companies Act by Letters Patent dated July 12 1937; Supplementary Letters Patent dated February 21, 1964; Supplementary Letters Patent dated July 7, 1964.  
Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

## FILING STATEMENT

Reference is made to previous Filing Statement No. 1068 and Amending Filing Statement No. 179

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>This statement is filed in respect of the proposed subscription by the Company for \$100,000 of 6% Five Year Convertible Income Debentures of Kidd Copper Mines Limited and the undertaking by the Company to subscribe for an additional \$66,666 of said Debentures all in accordance with the terms and conditions set out below.</p> <p>Subject to the shares of Kidd Copper Mines Limited (hereinafter called "Kidd") being listed and called for trading on the Toronto Stock Exchange, the Company has agreed to subscribe for \$100,000 of 6% Five Year Convertible Income Debentures of Kidd and has undertaken to subscribe for up to an additional \$66,666 of said Debentures if additional funds are required by Kidd to bring the AER Nickel Corporation Limited property into profitable production at the rate of 500 tons per day.</p> <p>The initial \$100,000 subscription of Debentures convertible to be at the rate of one (1) common share of Kidd for each 25¢ of Debenture debt converted.</p> <p>In the event the additional subscription of Debentures for up to \$66,666 is required by Kidd, the conversion rate will be one (1) common share of Kidd for each 50¢ of Debenture debt converted.</p> <p>All Debentures are non-convertible until such time as the AER Nickel Corporation Limited property is put into profitable production at the rate of 500 tons per day.</p> <p>The aforementioned subscription and undertaking to subscribe are subject to the approval of the shareholders of the Company.</p>
2. Head office address and any other office address.	Suite 1606, 4 King Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" on page 3.
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized capital \$10,000,000 divided into 10,000,000 shares with the par value of \$1.00 each.</p> <p>Issued and outstanding capital - 3,000,000 shares.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>The Company renewed the following non-assignable stock options to certain officers and employees of the Company to purchase a total of 85,000 shares:</p> <p>(a) Maxwell Juby - option to purchase 10,000 shares of the Company at the price of 50¢ per share for a period of one year expiring April 19, 1966.</p> <p>(b) Ernest Bazinet - option to purchase a total of 50,000 shares of the Company for a period of one year expiring December 31, 1966 as follows:</p> <p>10,000 shares at the price of 30¢ per share. 10,000 shares at the price of 40¢ per share. 10,000 shares at the price of 50¢ per share. 10,000 shares at the price of 60¢ per share. 10,000 shares at the price of 70¢ per share.</p> <p>(c) Graham H. Duff - option to purchase a total of 25,000 shares of the Company for a period of one year, expiring December 31, 1966 as follows:</p> <p>10,000 shares at the price of 50¢ per share. 10,000 shares at the price of 60¢ per share. 5,000 shares at the price of 70¢ per share.</p> <p>There are no other options or underwriting agreements outstanding or proposed to be given at the present time.</p>



7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	No other persons have any interest in the shares under option referred to in item 6.											
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable.											
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>During the forthcoming year, the Company plans to continue its program of geophysical exploration on its Noranda area claims more particularly described in item 10 and on its Township of Guigues property located in the Belleterre area of the Province of Quebec. A further diamond drilling program is presently under consideration for the properties located in the Timmins area.</p> <p>In addition, the Company plans to continue to carry out its policy of investigating properties of Merit in North America.</p>											
10. Brief statement of company's chief development work during past year.	<p>During the past year the Company acquired by staking approximately 2,000 acres adjoining the Rio Tinto Mobrum deposited located in the Noranda area of the Province of Quebec. A program of geophysical exploration is presently being carried out on this property.</p> <p>In addition, the Company carried out an extensive drilling program on its properties located in Kidd Township in the Province of Ontario and a geophysical survey program on its other properties in the Timmins area.</p>											
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil.											
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.											
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None.											
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.											
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Sheridan Geophysics Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.</td><td>700,000</td></tr><tr><td>White Star Copper Mines Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.</td><td>500,000</td></tr><tr><td>North Canadian Enterprises Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.</td><td>321,500</td></tr><tr><td>Doherty, Roadhouse &amp; McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.</td><td>163,250</td></tr><tr><td>Roytor &amp; Co., #10 Account, c/o Royal Bank of Canada, Bay and Temperance Streets Branch, Toronto 1, Ontario.</td><td>132,400</td></tr></table> <p>The Company has no knowledge of the beneficial ownership of shares registered in the names of Doherty, Roadhouse &amp; McCuaig Bros. and Roytor &amp; Co., #10 Account.</p>		Sheridan Geophysics Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	700,000	White Star Copper Mines Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	500,000	North Canadian Enterprises Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	321,500	Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	163,250	Roytor & Co., #10 Account, c/o Royal Bank of Canada, Bay and Temperance Streets Branch, Toronto 1, Ontario.	132,400
Sheridan Geophysics Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	700,000											
White Star Copper Mines Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	500,000											
North Canadian Enterprises Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	321,500											
Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	163,250											
Roytor & Co., #10 Account, c/o Royal Bank of Canada, Bay and Temperance Streets Branch, Toronto 1, Ontario.	132,400											



BELLETERRE QUEBEC MINES LIMITED

SCHEDULE "A"

J. Patrick Sheridan	159 Old Yonge Street, Willowdale, Ontario.	Geophysicist; President, Director; President of Sheridan Geophysics Limited
Graham H. Duff	800 Royal York Road, Toronto, Ontario.	Executive; Secretary, Director; General Manager of Sheridan Geophysics Limited since March 1, 1963; prior thereto was President of Scope Exploration Limited, prior to which he was employed by Sulmac Exploration Limited
Judith A. Bruce	Suite 1606, 4 King Street West, Toronto, Ontario.	Executive; Assistant Secretary, Director; Employed by Sheridan Geophysics Limited for past 3 years.
C. Stewart Esplen	65 Baby Point Cres. Toronto, Ontario.	Executive; Director; President of Skyline Pontiac-Buick Limited; Vice-President of Jiffy Foods Limited.
S.G. Hawkins	Suite 44, 38 King Street West, Toronto 1, Ontario.	Executive; Director; Director of Barclay and Crawford Limited.
Maxwell Juby	Suite 1606, 4 King Street West, Toronto 1, Ontario.	Geophysicist; Director; Practising Geophysicist for past 5 years employed by Sheridan Geophysics Limited.



# FINANCIAL STATEMENTS

BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

Incorporated under the laws of the Province of Quebec

BALANCE SHEET AND PRO FORMA BALANCE SHEET

November 30, 1965

The Pro-Forma Balance Sheet gives effect at November 30, 1965 to:

- 1) A reduction in the par value of company's capital stock from \$1 per share to 95¢.
- 2) The distribution to shareholders of 300,000 shares of Kidd Copper Mines Limited, valued at 50¢ per share.
- 3) The receipt of 50,000 shares of Kidd Copper Mines Limited from White Star Copper Mines Limited on a distribution of that company.

<u>ASSETS</u>		
	<u>Balance Sheet</u>	<u>Pro Forma Balance Sheet</u>
<b>CURRENT ASSETS</b>		
Cash	\$ 10,460.82	\$ 10,460.82
Government and government guaranteed bonds at cost (quoted market value \$191,700)	190,612.50	190,612.50
Accounts Receivable	<u>3,587.97</u>	<u>3,587.97</u>
	<u>\$ 204,661.29</u>	<u>\$ 204,661.29</u>
<b>SHARES IN OTHER MINING COMPANIES at cost</b>		
Associated companies		
500,000 shares White Star Copper Mines Limited (quoted market value \$160,000)	500,000.00	475,000.00
400,000 Kidd Copper Mines Limited (150,000 Pro Forma)	40,000.00	35,000.00
Subsidiary company		
2,700,000 shares Mainville Mining Company Limited (note 1)	11,890.00	11,890.00
Other shares in listed mining companies (quoted market value \$58,298)	<u>42,711.00</u>	<u>42,711.00</u>
	\$ 594,601.00	\$ 564,601.00
Less allowance for decline in value	<u>300,000.00</u>	<u>300,000.00</u>
	<u>\$ 294,601.00</u>	<u>\$ 264,601.00</u>
<b>MINING CLAIMS</b>		
Interest in three patented one-half lots in Kidd Township, Ontario acquired for cash	21,355.20	21,356.20
Interest in 76 unpatented claims in Macdiarmid and Reid Townships, Ontario at nominal value (note 2)	<u>1.00</u>	<u>1.00</u>
	<u>\$ 21,356.20</u>	<u>\$ 21,356.20</u>
<b>OTHER ASSETS AND DEFERRED EXPENDITURES</b>		
Prepaid expense	12,000.00	12,000.00
Mortgage receivable	14,000.00	14,000.00
Exploration and administrative expenditures deferred	86,628.23	86,628.23
Participation in grubstake	<u>200.00</u>	<u>200.00</u>
	<u>\$ 112,828.23</u>	<u>\$ 112,828.23</u>
	<u>\$ 633,446.77</u>	<u>\$ 603,446.77</u>
<u>LIABILITIES</u>		
	<u>Balance Sheet</u>	<u>Pro Forma Balance Sheet</u>
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	<u>\$ 6,076.00</u>	<u>\$ 6,076.00</u>
<b>SHAREHOLDERS' EQUITY</b>		
Capital stock (note 3)		
Authorized - 10,000,000 shares of \$ each (Pro Forma - 95¢each)		
Issued - 3,000,000 shares	3,000,000.00	2,850,000.00
Less discount on shares	<u>1,689,998.03</u>	<u>1,605,498.00</u>
	\$1,310,001.92	\$1,244,502.00
Deduct deficit	<u>682,631.15</u>	<u>647,131.23</u>
	<u>\$ 627,370.77</u>	<u>\$ 597,370.77</u>
	<u>\$ 633,446.77</u>	<u>\$ 603,446.77</u>

DIRECTOR

DIRECTOR



# BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

## NOTES TO FINANCIAL STATEMENTS

November 30, 1965

1. Shares in the subsidiary company, Mainville Mining Company Limited were acquired in exchange for mining claims and are valued at the cost of the claims to the company and the estimated expenditures thereon. Consolidated financial statements have not been prepared as the assets and the operations of the subsidiary company are not material in relation to those of the parent company.
2. The company acquired 76 unpatented mining claims in Macdiarmid and Reid Townships, Ontario for \$5,000 cash. Subsequently, in consideration for \$5,000 and the performance of a geophysical survey and diamond drilling, the company transferred a 65% interest in 15 of the claims to another mining company.
3. Options to purchase 85,000 shares of the company's capital stock have been granted to employees at prices ranging from 30¢ to 70¢ per share expiring on dates up to December 31, 1965.
4. The company has undertaken exploration expenditures of \$10,000 on unpatented mining claims in Tupper and Shields Townships, Ontario in consideration for shares of a company to be formed to which the claims are to be transferred.

# BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

## STATEMENT OF DEFICIT

For the eleven months ended November 30, 1965

	<u>November 30, 1965</u>	<u>Pro Forma</u>
Deficit January 1, 1965	\$ 622,071.85	\$ 622,071.85
Deduct profit on sale of securities	<u>48,995.37</u>	<u>48,995.37</u>
	\$ 573,076.48	\$ 573,076.48
Deduct adjustment on distribution of shares of Kidd Copper Mines Limited	<u>-</u>	<u>35,499.92</u>
	<u>\$ 573,076.48</u>	<u>\$ 537,576.56</u>
Add expenditures on optioned property in Timmins area, allowed to lapse		
Option payments	25,000.00	25,000.00
Deferred expenditures	<u>84,554.67</u>	<u>84,554.67</u>
	<u>\$ 109,554.67</u>	<u>\$ 109,554.67</u>
Deficit November 30, 1965	<u>\$ 682,631.15</u>	<u>\$ 647,131.23</u>



BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

STATEMENT OF EXPLORATION AND ADMINISTRATIVE EXPENDITURES DEFERRED

For the eleven months ended November 30, 1965

Exploration

Timmins area, Ontario		
Recording fees	\$ 305.00	
Line cutting	3,645.00	
Geophysical surveys	12,600.00	
Diamond drilling	70,188.69	
Engineering fees and expenses	7,245.08	
Transportation of men and supplies	624.74	
Supplies	419.33	
Miscellaneous	<u>496.85</u>	\$ 95,524.69
Tupper and Shields Townships, Ontario		
Recording fees	151.00	
Line cutting	2,040.00	
Geophysical survey	4,175.00	
Miscellaneous	<u>6.99</u>	6,372.99
Guiges Township, Quebec		
Staking and recording expense		545.00
Bathurst area, New Brunswick		
Recording fees		160.00
Noranda area		
Staking		4,000.00
Exploration equipment		<u>3,895.46</u>
		110,498.12

Administrative and general

Consulting, engineering and administrative services	7,000.00	
Stock exchange fees	517.37	
Transfer agency expense	1,513.30	
Legal, audit and accounting fees	3,623.84	
Bank charges	426.60	
Office supplies	196.73	
General expense	<u>1,415.44</u>	14,693.28
		125,191.42
Deduct interest earned and dividends received		<u>9,795.45</u>
Expenditures (net) for the period		115,395.97
Balance deferred at January 1, 1965		<u>63,676.98</u>
		179,072.95
Deduct:		
Exploration expenditures on optioned property allowed to lapse	84,554.67	
Exploration expenditures on claims transferred to another company	<u>7,890.00</u>	<u>92,444.67</u>
Balance deferred at November 30, 1965		<u>\$ 86,628.28</u>

BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the Eleven Months ended Nov. 30, 1965

Source of Funds

Proceeds from sales of shares in other mining companies	\$147,258.42	
Interest earned and dividends received	9,795.45	
Other sources	<u>196.73</u>	\$157,250.60

Application of Funds

Purchase of shares in other mining companies	1,717.50	
Purchase of mining claims	12,240.00	
Payment on option purchase patented one-half lot in Kidd Township, Ont., since allowed to lapse	15,000.00	
Participation in grubstake	200.00	
Exploration and administrative expenditures	125,191.42	
Prepaid Expenses	<u>12,000.00</u>	<u>\$166,348.92</u>
Decrease in working capital		<u>\$ 9,098.32</u>
Working capital at December 31st, 1964	\$207,683.61	
Decrease	<u>9,098.32</u>	
Working capital at November 30th, 1965	<u>\$198,585.29</u>	



BELLETERRE QUEBEC MINES LIMITED  
Changes in Mining Claims Account

Balance of mining claims and option payments per November 30, 1964	23,116.20
Filing Statement	

<b>ADD:</b>		
Option payments on two patented one-half lots in Kidd Township, Ontario	12,000.00	
Option payment on one patented one-half lot in Kidd Township, (since lapsed)	15,000.00	
Grubstake syndicates	400.00	
Payments re claims of heirs on interest in patented one-half lot in Kidd Township	200.00	
Legal fees and transfer fees on exercise of options	40.00	27,640.00
		50,756.20
<b>DEDUCT:</b>		
Option allowed to lapse	25,000.00	
Grubstake written off	200.00	
Transfer of claims in Cuvillier Township to Mainville Mining	4,000.00	29,200.00
Balance November 30, 1965		21,556.20

In addition the Company staked the following claims during the year ended November 30, 1965:

- Apr./65 - 20 unpatented mining claims in Fintray Township, Ontario at a cost of \$1,000;
- May /65 - 12 unpatented mining claims of 100 acres each in Guiges Township, Quebec at a cost of \$545;

A group of unpatented mining claims, the exact size of which is unknown, has been staked in Dufresnoy Township, Quebec, at a cost of approximately \$4,000.

BELLETERRE QUEBEC MINES LIMITED

Schedule of portfolio changes  
from November 30, 1964 to November 30, 1965

<u>Purchases</u>	<u>Cost</u>
2,700,000 Mainville Mining	11,890.00 *
1,500 Barymin Explorations and	
11,000 Spooner Mines & Oils	2,042.50

\* For details see balance sheet.

Sales

10,200 Bralorne Pioneer, 8,000 Sheep Creek, 3,300 Black Hawk Mining and 110,825 Vauze Mines for aggregate proceeds in the amount of \$179,523.17 of which \$55,658.40 has been credited to gain on sale of securities.



16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	J. Patrick Sheridan, Suite 1606, 4 King Street West, Toronto, Ontario, through his shareholdings in Sheridan Geophysics Limited and White Star Copper Mines Limited is in a position to materially affect control of the Company.			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<u>Name</u>	<u>No. of Shares</u>	<u>Cost</u>	<u>Market Value Nov.30/65</u>
	White Star Copper Mines Limited	500,000	\$500,000	\$200,000.00
	Kidd Copper Mines Limited	400,000	\$ 40,000	\$ 80,000.00
	Mainville Mining Company Limited	2,700,000	\$ 11,890	\$ not valued
	Barymin Explorations Limited	13,500	\$ 2,945	\$ 3,408.00
	Black Hawk Mining Limited	43	\$ 80	\$ 135.45
	Craigmont Mines Limited	600	\$ 10,350	\$ 7,200.00
	# Spooner Mines & Oils Limited	191,500	\$ 29,335	\$ 48,835.00
	# Between January 25th, 1966 and February 17th, 1966, the Company has sold all of its 191,500 shares of Spooner Mines and Oils Limited for the sum of \$ 113,141.44.			
	<u>Escrowed Shares:</u>			
	Black Hawk Mining Limited	1,650	\$ 1.00	
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil.			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None.			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company proposes to apply for Supplementary Letters Patent authorizing the reduction of the authorized capital of the Company from \$10,000,000 to \$9,500,000 by reducing the par value of the shares of the Company from \$1.00 to 95¢, and authorizing the distribution of capital to the shareholders, to the extent the issued capital is thereby reduced, the repayment of capital to be effected by the distribution of one share of Kidd for each ten (10) shares of the Company held.</p> <p>None of the shares of the Company are in the course of primary distribution to the public.</p> <p>There are no other material facts not disclosed in the foregoing.</p>			

CERTIFICATE OF THE COMPANY

DATED Feb 2, 1966

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.P. Sheridan"

"G .H. Duff"

By: [Signature] **BELLETERRE/QUEBEC MINES LIMITED**  
(No Personal Liability) CORPORATE SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding

NOT APPLICABLE



THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 179.  
FILED, APRIL 30th, 1964.

BELLETERRE QUEBEC MINES LIMITED (No Personal Liability)  
Incorporated under the Quebec Mining Companies Act by  
Letters Patent dated July 12, 1937.

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1068 dated April 10, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	<p>This Statement is filed in respect to:</p> <p>(i) The Underwriting and Option Agreement dated April 23, 1964 made between Belleterre Quebec Mines Limited (No Personal Liability) (hereinafter called the "Company"), as Vendor and White Star Copper Mines Limited, as Purchaser, particulars of which are set out in item 6 hereof; and</p> <p>(ii) The Underwriting and Option Agreement dated April 23, 1964 made between White Star Copper Mines Limited, as Vendor, and Belleterre Quebec Mines Limited (No Personal Liability), as Purchaser particulars of which are also set out in item 6 hereof.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>The authorized capital of the Company is \$3,000,000 divided into 3,000,000 shares of the par value of \$1.00 each, of which 2,100,000 shares are issued and outstanding and a further 400,000 shares are held under option by S. J. Brooks &amp; Company (Brooks) on behalf of itself and clients, pursuant to the Underwriting and Option Agreement dated April 10, 1964 made between the Company and Brooks. The Company has been advised by Brooks that Brooks will purchase and pay for the said 400,000 shares held under option by it prior to April 30, 1964.</p>
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>The Company as Vendor, has entered into an Underwriting and Option Agreement dated April 23, 1964 with White Star Copper Mines Limited, Room 44, 38 King Street West, Toronto, Ontario, as Purchaser whereby subject to the Toronto Stock Exchange and Canadian Stock Exchange accepting notice thereof for filing, the Company has agreed to sell to White Star and White Star has agreed to purchase from the Company, 250,000 shares of the capital stock of the Company at the price of 80¢ per share, and in consideration thereof and subject thereto, the Company has agreed to give to White Star the sole and exclusive right and option to purchase from the Company a further 250,000 shares of the capital stock of the Company at the price of 80¢ per share at any time on or before May 25, 1964.</p>
11. Names and addresses of vendors or any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>The Company as Purchaser, has entered into an Underwriting and Option Agreement dated April 23, 1964 with White Star Copper Mines Limited as Vendor, whereby subject to both the Toronto Stock Exchange and the Canadian Stock Exchange accepting notice thereof for filing, White Star has agreed to sell to the Company and the Company has agreed to purchase from White Star, 250,000 shares of the capital stock of White Star at the price of \$1.00 per share, and in consideration thereof and subject thereto, White Star has agreed to give to the Company the sole and exclusive right and option to purchase from White Star, a further 250,000 shares of the capital of White Star at the price of \$1.00 per share at any time on or before May 25, 1964.</p>



# FINANCIAL STATEMENTS

GUNN, ROBERTS AND CO.

## BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

Incorporated under the laws of the Province of Quebec

### BALANCE SHEET AND PRO FORMA BALANCE SHEET

March 31, 1964

	<u>ASSETS</u>	<u>Balance Sheet</u>	<u>Pro Forma Balance Sheet</u>
<b>CURRENT ASSETS</b>			
Cash	\$	35.00	\$ 290,035.00
Government guaranteed bonds at cost (quoted market value \$39,200)		38,900.00	38,900.00
Short term notes at cost		180,000.00	180,000.00
Shares in another mining company at cost (quoted market value \$5,750)		2,287.50	2,287.50
Accounts receivable and interest accrued		798.65	798.65
		<u>222,021.15</u>	<u>512,021.15</u>
<b>SHARES IN WHITE STAR COPPER MINES LIMITED</b>			
250,000 shares at cost			<u>250,000.00</u>
<b>OTHER ASSETS AND DEFERRED EXPENDITURES</b>			
Office furniture and equipment at cost		196.73	196.73
Payments on option to purchase mining claims (see note)		4,000.00	4,000.00
Exploration expenditures		<u>9,273.24</u>	<u>9,273.24</u>
		<u>13,469.97</u>	<u>13,469.97</u>
	\$	<u>235,491.12</u>	\$ <u>775,491.12</u>

### LIABILITIES

<b>CURRENT LIABILITIES</b>			
Bank overdraft	\$	1,379.67	\$ 1,379.67
Accounts payable and accrued liabilities		<u>11,483.76</u>	<u>11,483.76</u>
		<u>12,863.43</u>	<u>12,863.43</u>

### **SHAREHOLDERS' EQUITY**

Capital stock			
Authorized - 3,000,000 shares of \$1 each (Increased in 1964 from 1,500,000 shares)			
Issued - 1,500,000 shares	1,500,000.00	-	-
- pro forma 2,750,000 shares	-	2,750,000.00	2,750,000.00
Deduct discount on shares	<u>959,998.08</u>	<u>1,669,998.08</u>	<u>1,669,998.08</u>
	540,001.92	1,080,001.92	1,080,001.92
Deduct deficit	<u>317,374.23</u>	<u>317,374.23</u>	<u>317,374.23</u>
	<u>222,627.69</u>	<u>762,627.69</u>	<u>762,627.69</u>
	\$ <u>235,491.12</u>	\$ <u>775,491.12</u>	\$ <u>775,491.12</u>

Approved on behalf of the Board:

Director

Director

## BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

### STATEMENT OF DEFICIT

For the period January 1, 1963 to March 31, 1964

Deficit January 1, 1963		
Distribution to shareholders on December 24, 1959		\$3,450,000.00
Deduct earned surplus (balance before distribution)		<u>3,058,875.88</u>
		391,124.12
Deduct net income for the period		<u>73,749.89</u>
Deficit March 31, 1964		\$ <u>317,374.23</u>

# CANADIAN STOCK EXCHANGE

WHITE STAR COPPER MINES LIMITED

Incorporated Under Part IV of the Corporations Act of the Province of Ontario  
by Letters Patent dated 24th June, 1963.

Particulars of incorporation

Accepted for filing April 16, 1964.  
Filing Statement No. 33.

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY.

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Increase in authorized capital (see item 4 below). (b) Certain Underwriting agreements to purchase capital stock of the Company (see Schedule A). (c) Property acquisitions (see Schedule B). (d) Purchase of shares in certain Mining Companies for investment purposes (see item 17 below).
2. Head office address and any other office address.	Suite 1606, 4 King Street West, Toronto, Ontario Belleterre P.O., Belleterre, Quebec.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Graham H. Duff, 506, 800 Royal York Road, Toronto 18, Ont. Mining Executive - President Bruce M. Young, 18 Ballyronan, Don Mills, Ont. Mining Exec. Secretary Craig S. Esplen, 199 Rathburn, Islington, Ont. - Executive John Patrick Sheridan, P.Eng., 159 Old Yonge Street, Willowdale, Ontario, Mining Geophysicist Leonard Noble, 950 Avenue Road, Toronto, Ontario, Barrister
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of par value of \$1.00 of which 4,600,005 have been issued and are fully-paid and non-assessable. At a General Meeting of Shareholders held on the 14th day of May, A.D. 1964 an increase in the capitalization of the Company was approved as follows: The authorized capital of the Company is Ten Million Dollars (\$10,000,000) divided into Ten Million (10,000,000) shares of the par value of one dollar (\$1.00) each, of which five million two hundred thousand and five (5,200,005) shares have been issued and are fully paid and non-assessable. There are no bonds or debentures outstanding or prepared to be issued.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "A"
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	North Canadian Enterprises Limited. (Mrs. M.A. Sheridan is the only person holding an interest greater than 5% therein). Belleterre Quebec Mines Limited (No Personal Liability)
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to perform prospecting and exploration in areas considered valuable and to purchase shares in listed companies with similar objects to those of the Company, and to purchase lease or otherwise acquire properties of merit and to perform initial exploration work consisting of geophysical work and diamond drilling thereon.



10. Brief statement of company's chief development work during past year.	Geophysical surveys and diamond drilling on the Company's properties
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "B" attached
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	See Schedule "B" attached
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	810,000 Richmond Grubstake Syndicate & 450,000 Sheridan Geophysics Limited, subject to release only with the written consent of the Ontario and Quebec Securities Commissions, the Board of Directors, and the Canadian Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the name of nominees or in street names, give names of beneficial owners, if possible.)	Mr. J.P. Sheridan, 4 King Street West, Toronto, Ontario is the only person holding an interest greater than 5% in Richmond Grubstake Syndicate and Sheridan Geophysics Ltd. Mr. Graham H. Duff, 800 Royal York Rd., Toronto, Ontario - in respect of the Sheridan Geophysics Ltd. stock
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	North Canadian Enterprises Ltd., 4 King St. West, Toronto 1,140,500 E.H. Pooler & Co. Ltd., 302 Bay St., Toronto 1,026,247 L. Noble, Trustee Richmond Grubstake, 121 Richmond St. W. Toronto, 900,000 Belleterre Quebec Mines Ltd., 4 King St. W., Toronto, Ont. 500,000 Sheridan Geophysics Ltd., 4 King St. W., Toronto 500,000
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	North Canadian Enterprises Limited, 4 King St. West, Toronto, Ontario and Sheridan Geophysics Limited, 4 King St. West, Toronto and Belleterre Quebec Mines Ltd., 4 King St. West, Toronto could jointly materially affect control of the Company
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Belleterre Quebec Mines Limited: <u>No. shares</u> 500,000 <u>Book value</u> \$400,000.00 <u>Market Value</u> \$270,000.00  St. Lucie Exploration Company Limited: <u>No. shares</u> 1,000,000 <u>Book value</u> \$ 112,500.00 <u>Market Value</u> \$ 400,000.00  Kidd Copper Mines Limited: <u>No. shares</u> 400,000 <u>Book value</u> \$40,000.00 <u>Market Value</u> \$110,000.00
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Share of the Company are in the course of preliminary distribution to the public.

DATED 27th April, 1964.  
as amended July 15, 1964.

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CORPORATE  
SEAL

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Quebec Securities Commission or a corresponding body.)

GOODWIN, HARRIS & COMPANY

E. H. POOLER & CO. LIMITED

DIRECTOR

DIRECTOR

MONTREAL TORONTO  
CHATHAM CALGARY  
VANCOUVER

GUNN, ROBERTS AND CO.  
CHARTERED ACCOUNTANTS

The Directors,  
White Star Copper Mines Limited,  
Toronto, Ontario

Dear Sirs:

The accompanying financial statements for the  
period December 1, 1963 to May 4, 1964 have been  
prepared by us from the books of the company and from  
information given to us.

As these are interim financial statements and as  
our opinion has not been requested, we do not express  
an opinion thereon.

Yours truly,

*Gunn, Roberts & Co.*

Toronto, Canada,  
May 8, 1964.

WHITE STAR COPPER MINES LIMITED

FINANCIAL STATEMENTS

DECEMBER 1, 1963 TO MAY 4, 1964

Balance Sheet

Statement of Exploration and Administrative  
Expenditures Deferred

Notes to Financial Statements

GUNN, ROBERTS AND CO.

WHITE STAR COPPER MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

May 4, 1964

ASSETS

CURRENT ASSETS

Cash	\$ 696,716.25	
Accounts receivable	5,000.00	
Short term notes at cost	350,000.00	
Municipal bonds at cost	4,925.00	
Accrued interest	902.07	\$1,057,543.32

SHARES IN ANOTHER MINING COMPANY, at cost

112,500.00

MINING CLAIMS AND LEASES

68 unpatented mining claims in the Porcupine Mining Division, Ontario, acquired for 900,000 shares of capital stock issued at 10¢ per share	90,000.00	
Mining claims in Senneterre Township, Province of Quebec, at cost	2,750.00	
Mining leases in Maine, U.S.A. acquired for \$1	1.00	92,751.00

DEFERRED EXPENDITURES

Exploration and administrative expenditures	24,307.09	
Organization expense	2,181.00	26,488.09
		<u>\$1,289,282.41</u>

LIABILITIES

CURRENT LIABILITIES

Accounts payable	\$ 9,277.41
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SHAREHOLDERS' EQUITY

Capital stock		
Authorized		
5,000,000 shares of \$1 each		
Issued		
1,600,005 shares at December		
1, 1963	\$1,600,005.00	
Less discount	1,435,000.00	165,005.00
2,500,000 shares for cash		
in 1964	2,500,000.00	
Less discount	1,385,000.00	1,115,000.00
4,100,005 shares		<u>1,280,005.00</u>
		<u>\$1,289,282.41</u>

Approved on behalf of the Board:

*Anthony J. B. B. B.*  
*Robert W. B. B.*

Director  
Director

GUNN, ROBERTS AND CO.

WHITE STAR COPPER MINES LIMITED

STATEMENT OF EXPLORATION AND ADMINISTRATIVE EXPENDITURES DEFERRED

For the period from December 1, 1963 to May 4, 1964

Exploration		
Maine, U.S.A.	\$7,175.10	
Jamieson Township, Ontario	1,100.00	
Senneterre, Quebec	4,210.92	
Kidd Township, Ontario	873.53	\$13,359.55
Administrative and General		
Salaries	3,675.00	
Telephone	126.05	
Rent	1,000.00	
Prospectus and listing fees	4,119.88	
Other expenses	431.13	9,352.06
		<u>22,711.61</u>
Deduct interest earned		<u>1,796.27</u>
		20,915.34
Balance deferred at November 30, 1963		<u>3,391.75</u>
Balance deferred at May 4, 1964		<u>\$24,307.09</u>



There are 35 of these claims in Jessop Township numbered:

P.61208-39 inc.  
P.61270-71 inc.  
P.61290

#### LOCATION AND ACCESS

The three lots in Kidd Township are situated about 15-20 miles north of Timmins, and can be reached from there by helicopter or by tractor road.

The large group of claims in Macdiarmid, Jamieson and Jessop Townships can also be reached by helicopter from Timmins, a distance of about 11 miles. Alternatively they can be reached by boat via the Mattagami River which passes along the west boundary of the group. The electric transmission line from Sturgeon Falls to Timmins crosses the centre of the group, and a tractor road follows along the side of the power line.

#### HISTORY

Prospecting in the Porcupine-Timmins area began about 1908 with the discoveries of gold deposition.

In 1928 a copper-zinc discovery was made in Robb Township. After periodic attempts at development, the property recently became a producer known as the Kam-Kotia Porcupine Mines Limited.

Nearly all the land in Kidd Township is patented, having been granted by the crown to veterans of the South African war, and the Fenian raids. For this reason surface prospecting activity in the township has been slight, until airborne surveys were performed in recent years.

In April 1964, a major copper-zinc-silver discovery was announced by Texas Gulf Sulphur in Kidd Township, after

A. C. A. HOWE, P.ENG.

Texas Gulf Sulphur, the whole district has become a target for concentrated exploration. No geological information is available in the area of the property due to lack of rock outcrops. However, the proximity of the properties to Texas Gulf Sulphur, and outcrops in surrounding areas, indicate that the four groups overlie a similar geological environment to the discovery area.

It is my opinion, therefore, that exploration work is warranted on all the four groups of the Company, and should consist initially of geophysical surveys. Lines should be cut at 200 ft. intervals and readings taken at 100 ft. intervals using both magnetic and electromagnetic instruments.

More detailed work may be required in areas of interest and anomalous zones should be investigated by diamond drilling.

The cost of the surveys, including supervision and administration is estimated as fifty-two thousand dollars (\$52,000.00).

An additional sum of \$10,000.00 should be allocated for follow-up work including diamond drilling on targets indicated by the surveys.

Respectfully submitted,

  
A. C. A. HOWE, P.Eng.

Toronto, Ontario

1st June, 1964.

A. C. A. HOWE, P.ENG.

prolonged exploration of the area by airborne and ground geophysical methods, and by diamond drilling. The White Star property was acquired from veterans' estates after the Texas Gulf Sulphur discovery.

#### GEOLOGY

The consolidated rocks of the area consist of Pre-Cambrian lavas and sediments, classified as Keewatin and Timiskaming. These have been tightly folded and intruded by basic and acidic rocks, classified as Haileyburian and Algoman, respectively. Numerous dykes of diabase cut all rocks in the area.

The appear to be no rock outcrops on the property and the geology is therefore unknown.

Lots 2 and 3 of the White Star properties in Kidd Township are situated within  $\frac{1}{2}$  to  $\frac{3}{4}$  of a mile from the Texas Gulf Sulphur copper-zinc-silver body, which is located in the north half of lot 3, concession 5. In addition it was recently announced that copper-zinc mineralization has recently been intersected on the south half of lot 4, concession 5.

This new find is situated close to the boundary of White Star's group 3 which appears to be on strike with the general southwest trend of the favourable horizon.

The mineralization in the Texas Gulf ore body consists of chalcopyrite, sphalerite, silver, with cadmium and precious metals. The favourable horizon appears to be at the contact of Keewatin sediments and rhyolite, and it is of interest that graphite occurs as beds within the ore zone.

#### CONCLUSIONS AND RECOMMENDATIONS

As a result of the recent copper-zinc discovery made by

A. C. A. HOWE, P.ENG.

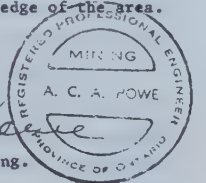
#### CERTIFICATE

I, A.C.A. HOWE, of the City of Toronto, in the County of York, Province of Ontario, hereby certify that :

1. I am a Mining Engineer with offices at 402-100 Adelaide St. W., Toronto, Ontario.
2. I am a graduate of London University, England, B.Sc. in 1949.
3. I am a member of the Association of Professional Engineers of Ontario.
4. I have no interest, direct or indirect, in either the property or securities of White Star Copper Mines Ltd., nor do I expect to receive any such interest.
5. This report is based on a study of government geological and geophysical maps, and on a personal knowledge of the area.

Dated at Toronto, this 1st day of June, 1964.

A.C.A. Howe, P. Eng.



A. C. A. HOWE, P.ENG.

NOTES TO FINANCIAL STATEMENTS AND

PRO FORMA FINANCIAL STATEMENTS

1. In order to complete the acquisition of mining claims held under option to purchase (in respect of which \$4,000 has been paid), further payments are required as follows:

\$ 3,000 on or before June 6, 1964  
 3,000 on or before December 6, 1964  
 10,000 on or before June 6, 1965

On acquisition, the claims are then to be sold to a company to be incorporated and 300,000 shares of the 3,000,000 shares of that company are to be issued to the optionor.

2. The pro forma balance sheet and pro forma statement of source and application of funds give effect as at March 31, 1964 to the following:

- (a) the issue and sale of 1,000,000 shares of the company's capital stock for \$340,000 pursuant to an agreement dated April 10, 1964 by which 200,000 shares were sold at 30¢ per share and an option was granted on 800,000 shares (since exercised) at prices ranging from 30¢ to 50¢ per share;
- (b) the issue and sale of 250,000 shares of the company's capital stock at 80¢ per share to White Star Copper Mines Limited pursuant to an agreement of April 24, 1964; and
- (c) the purchase of 250,000 shares of White Star Copper Mines Limited for \$250,000 pursuant to an agreement dated April 24, 1964.

BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS AND  
PRO FORMA STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period January 1, 1963 to March 31, 1964

	<u>Source and</u> <u>Application</u>	<u>Pro Forma</u> <u>Source and</u> <u>Application</u>
<b>Source of Funds</b>		
Proceeds from sale of salvaged materials, plant and equipment, less expenses	\$ 57,592.93	\$ 57,592.93
Sale of electric power	14,880.93	14,880.93
Sale of mining claims	5,000.00	5,000.00
Sale of mining company shares	14,097.84	14,097.84
Interest earned	8,124.98	8,124.98
Issue and sale of 1,250,000 shares of the company's capital stock	-	540,000.00
	<u>\$ 99,696.68</u>	<u>\$639,696.68</u>
<b>Application of Funds</b>		
Payments on option to purchase mining claims	\$ 4,000.00	\$ 4,000.00
Exploration expenditures	9,273.24	9,273.24
Purchase of office furniture	190.73	196.73
Power plant and transmission line expense	14,870.81	14,870.81
Administrative and general expense	9,123.54	9,123.54
Municipal and provincial taxes, license fees and rentals	1,950.44	1,950.44
Purchase of 250,000 shares in White Star Copper Mines Limited	-	250,000.00
	<u>39,414.76</u>	<u>289,414.76</u>
<b>Increase in Working Capital</b>	<u>\$ 60,281.92</u>	<u>\$350,281.92</u>
Working capital at March 31, 1964	\$209,157.72	\$499,157.72
Working capital at January 1, 1963	<u>148,875.80</u>	<u>148,875.80</u>
<b>Increase</b>	<u>\$ 60,281.92</u>	<u>\$350,281.92</u>



<p>15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.</p>	<p>North Canadian Enterprises Limited, Room 44 - 38 King Street West, TORONTO 1, Ontario. 1,016,900</p> <p>R. D. Fullerton and H. A. Perkins, (as joint tenants), Canadian Imperial Bank of Commerce, Bay and Richmond Streets, TORONTO 1, Ontario. 550,000</p> <p>Sheridan Geophysics Limited, Room 44, 38 King Street West, TORONTO 1, Ontario. 150,000</p> <p>Torbay &amp; Co., c/o The Toronto-Dominion Bank, King and Bay Streets, TORONTO 1, Ontario. 107,200</p> <p>Gee &amp; Co., 25 King Street West, TORONTO 1, Ontario. 100,000</p> <p>The Company is advised that the 550,000 shares of the Company registered in the names of R. D. Fullerton and H. A. Perkins (as joint tenants) are beneficially owned by Sheridan Geophysics Limited, Room 44, 38 King Street West, Toronto 1, Ontario; that the 150,000 shares of the Company registered in the name of Sheridan Geophysics Limited are beneficially owned by that Company; and that none of the 1,016,000 shares of the Company registered in the name of North Canadian Enterprises Limited are beneficially owned by North Canadian Enterprises Limited.</p> <p>The Company does not know whether or not the shares of the Company registered in any of the other above mentioned names are beneficially owned by the registered holders thereof.</p>
<p>Statement of any other material facts and if none, so state.</p>	<p>Particulars of the Underwriting and Option Agreements referred to in item no. one hereto will be set forth in a letter which will be mailed to each registered shareholder of the Company.</p> <p>The Company proposes to hold all shares of White Star which it may purchase pursuant to the Underwriting and Option Agreement referred to in (ii) of item no. one above as an investment.</p> <p>There are no other relevant material facts.</p>

DATED April 24, 1964

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.P. Sheridan" By [Signature] BELLETERRE QUEBEC MINES LIMITED  
(No Personal Liability) CORPORATE SEAL  
"S.G. Hawkins" And [Signature]

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

WHITE STAR COPPER MINES LIMITED  
"B.M. Young" By [Signature] Director  
"C.S. Esplen" And [Signature] Director

## BELLETERRE QUEBEC MINES, LIMITED

(NO PERSONAL LIABILITY)

TORONTO 1, CANADA

SUITE 1500  
25 KING STREET WEST  
OFFICE OF THE PRESIDENT

NOV 30 1959

To the Shareholders of  
Belleterre Quebec Mines Limited.

November 18th, 1959.

On November 11, 1959 your directors received an offer from McIntyre Porcupine Mines Limited to purchase all the property and assets of your Company, other than cash, mining properties, plant, equipment and supplies, and shares of subsidiary and affiliated companies, for a consideration of \$3,333,062.16 in cash. Such consideration represents the indicated market value of the investment portfolio of your Company as at close of business on November 10, 1959 in the amount of \$3,230,660 and the book value of current and other miscellaneous assets in the amount of \$102,402.16. McIntyre Porcupine Mines Limited owns 80.2 per cent of the outstanding shares of your Company and the majority of the directors of your Company are officers or directors of McIntyre.

As mentioned in the last annual report to shareholders, your directors concluded, after intensive study, that there were no possible sources of ore available to the Company to warrant the continued operation of the mine. The last ore was hoisted on February 15, 1959 and the mine and plant are now closed. Although your Company has carried on considerable exploration work in the Province of Quebec no commercial ore bodies have been discovered. Taking all existing conditions into account, your directors have decided it is in the interests of the shareholders that the assets of your Company be realized and rateably distributed. The sale contemplated by the above mentioned offer is the first step to carry out this decision.

The assets which were not included in the offer consist primarily of the Winneway power plant, the mining property, mine supplies and plant at Belleterre, Quebec. The plant has been dismantled and sales of equipment and supplies are being made from time to time. Negotiations for the sale of the power plant have not resulted in any offer which, in the opinion of the directors, represents a fair price for this asset. It is therefore the intention to retain the power plant for the time being.

As stated in the enclosed Notice of Meeting, your directors have called a Special General Meeting of Shareholders to consider the offer and the sale provided for therein and to authorize the winding up of your Company and the rateable distribution of the assets among the shareholders. If such offer is approved by the shareholders, your directors intend forthwith to make a preliminary payment on account of such wind-up of approximately \$3,450,000 from the proceeds of the sale and cash now on hand. This distribution will amount to \$2.30 per share.

Your directors have been advised that subject to final verification of calculations by the tax authorities no part of this distribution will be subject to Canadian income tax in the hands of the shareholders.

It is the intention of your directors to realize the remaining assets as soon as opportunity warrants, at which time there will be a final distribution to the shareholders.

Your directors unanimously recommend the acceptance of the McIntyre offer and the approval of the by-laws authorizing the winding-up of the Company and the rateable distribution of its assets. Shareholders who do not expect to attend the meeting in person are requested to sign and forward their proxies to the Secretary of the Company in the envelope which is provided.

On behalf of the Board of Directors,

M. L. URQUHART,

President.







# BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

Executive Offices

Suite 1500 - 25 King Street West, Toronto 1  
Canada

NOV 24 1959

## Notice of Special General Meeting of Shareholders

November 18th, 1959.

To the Shareholders:

TAKE NOTICE that a Special General Meeting of the Shareholders of Belleterre Quebec Mines Limited, will be held at the Colonial Room of the King Edward Hotel, 37 King Street East, Toronto 1, Canada, on Thursday, the 3rd day of December, 1959, at the hour of 2:30 o'clock in the afternoon (Eastern Standard Time) for the purpose of:

- (i) Sanctioning by-law No. 11 of the Company enacted by the directors on November 13th, 1959 authorizing the Company to make an application to the Attorney-General of the Province of Quebec for an order accepting the surrender of its charter and directing its cancellation and fixing a date upon and from which the Company shall be dissolved;
- (ii) Sanctioning by-law No. 12 of the Company enacted by the directors on November 13th, 1959 authorizing the rateable distribution of the assets of the Company among its shareholders; and
- (iii) In order to facilitate the rateable distribution provided for in by-law No. 12 of the Company:
  - (a) considering and if thought fit approving the acceptance of an offer (with such amendments, if any, as may be approved at the meeting) received under date of November 11th, 1959 from McIntyre Porcupine Mines Limited (hereinafter called "McIntyre") to purchase all the property and assets of the Company other than cash, mining properties, plant, equipment and supplies and shares of subsidiary companies, for a consideration of \$3,333,062.16 cash, and authorizing the sale of the said property and assets to McIntyre for the price and upon the terms and conditions set out in such offer, subject to such amendments as may be approved at the meeting; and
  - (b) authorizing the realization of the balance of the property and assets of the Company on such terms and for such consideration as the directors of the Company deem advisable.

A copy of the said offer from McIntyre will be available for examination by shareholders at the Executive Offices of the Company, 15th Floor, 25 King Street West, Toronto, Canada, at any time during business hours up to the time of the Special General Meeting.

If you cannot be personally present, the favour of your proxy on the annexed form is respectfully requested. A stamped, addressed envelope is enclosed for that purpose.

By Order of the Board of Directors,

F. T. McKINNEY,  
Secretary.

# BELLETERRE QUEBEC MINES LIMITED

(No Personal Liability)

## FORM OF PROXY

The undersigned Shareholder of BELLETERRE QUEBEC MINES LIMITED (No Personal Liability) hereby nominates, constitutes and appoints M. L. URQUHART, whom failing, W. B. DIX, proxy of the undersigned to attend the Special General Meeting of the Shareholders of the said Company to be held on the 3rd day of December, 1959, and at any adjournment thereof, and to vote and otherwise act thereat for and on behalf and in the name of the undersigned, in respect of all matters that may come before the meeting, in the same manner as the undersigned could do if personally present thereat and with full power of substitution in the premises.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1959. Signature \_\_\_\_\_

Please sign name as stencilled hereon.

When signing as Executor, Administrator, Trustee, Guardian or Attorney, please give your full title as such. If a Corporation, please have signed by a duly authorized officer and affix seal.

*Specimen*



